

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Jointly Administered)

**DECLARATION OF ANDREW BEHLMANN IN FURTHER SUPPORT
OF MOTION OF DEBTORS FOR ENTRY OF ORDER (A) APPROVING THE
PRIVATE SALE OF CERTAIN OF DEBTORS' ASSETS FREE AND CLEAR OF
LIENS, CLAIMS, AND ENCUMBRANCES, WITH SUCH INTERESTS TO ATTACH
TO THE PROCEEDS, AND (B) GRANTING RELATED RELIEF**

Andrew Behlmann, of full age, hereby declares as follows pursuant to 28 U.S.C. § 1746:

1. I am a Partner in the law firm of Lowenstein Sandler LLP, counsel to AF Newco I (“Purchaser”) in connection with the chapter 11 cases of the above-captioned debtors in possession (the “Debtors”). I submit this declaration in connection with the Debtors’ motion (the “Motion”) [D.I. 435] for approval of the Debtors’ sale of certain assets, and their assumption and assignment

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

of certain real estate leases, to Purchaser.

2. Specifically, in their joint reply in support of the Motion, the Debtors and Purchaser request, pursuant to Fed. R. Evid. 201(b), that the Court take judicial notice of certain indisputable matters of public record regarding the history of one of the Debtors. This declaration is submitted pursuant to Fed. R. Evid. 201(c)(2) to satisfy the requirement that a party requesting judicial notice must supply the Court with the necessary information.

3. The following exhibits are annexed hereto in support of the parties' request for judicial notice:

4. **Exhibit A** annexed hereto contains a true and correct copy of the *Electronic Articles of Organization For Florida Limited Liability Company* for American Freight of South Florida, LLC ("AFSF"), filed 8:00 A.M. on September 16, 2005, which I obtained from the Florida Division of Corporations website at the following URL:

<https://search.sunbiz.org/Inquiry/CorporationSearch/ConvertTiffToPDF?storagePath=COR%5C2005%5C0919%5C40712354.tif&documentNumber=L05000091573>

5. **Exhibit B** annexed hereto contains a true and correct copy of the *Articles of Conversion for Florida Limited Liability Company into "Converted or Other Business Entity"* for AFSF, converting AFSF from a Florida limited liability company into a Delaware limited liability company, file-stamped December 30, 2014 at 4:40 P.M. and effective at 12:01 A.M. on January 1, 2015, which I obtained from the Florida Division of Corporations website at the following URL:

<https://search.sunbiz.org/Inquiry/CorporationSearch/ConvertTiffToPDF?storagePath=COR%5C2015%5C0102%5C65725682.Tif&documentNumber=L05000091573>

6. **Exhibit C** annexed hereto contains a true and correct copy of a certificate of status, which I purchased from the Delaware Secretary of State website, describing the entity history of AFSF, indicating that AFSF was the non-surviving entity in a merger, effective October 1, 2017,

with American Freight, Inc. (“AFI”) as the surviving entity.

7. **Exhibit D** annexed hereto contains a true and correct copy of a certificate of status, which I purchased from the Delaware Secretary of State website, describing the entity history of American Freight, LLC (“AFL”), reflecting that AFI was converted into AFL effective February 2, 2025.

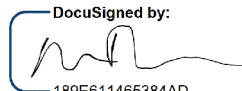
8. **Exhibit E** annexed hereto contains a true and correct copy of the page entitled “Detail by Entity Name” for AFSF, which I obtained from the Florida Division of Corporations website at the following URL:

<https://search.sunbiz.org/Inquiry/CorporationSearch/SearchResultDetail?inquirytype=EntityName&directionType=Initial&searchNameOrder=AMERICANFREIGHTSOUTHFLORIDA%20L050000915730&aggregateId=flal-l05000091573-5e54f34f-99a2-4cb9-b41d-39bcee943d9c&searchTerm=AMERICAN%20FREIGHT%20OF%20SOUTH%20FLORIDA&listNameOrder=AMERICANFREIGHTSOUTHFLORIDA%20L050000915730>

[*signature page follows*]

I declare that the foregoing is true and correct to the best of my knowledge, understanding,
and belief as of the date hereof.

Dated: January 17, 2025
Roseland, New Jersey

DocuSigned by:

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Andrew Behlmann